

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

CYNTHIA RUSSO, LISA BULLARD,  
RICARDO GONZALES, INTERNATIONAL  
BROTHERHOOD OF ELECTRICAL  
WORKERS LOCAL 38 HEALTH AND  
WELFARE FUND, INTERNATIONAL  
UNION OF OPERATING ENGINEERS  
LOCAL 295-295C WELFARE FUND, AND  
STEAMFITTERS FUND LOCAL 439, on  
Behalf of Themselves and All Others Similarly  
Situated,

Plaintiffs,

v.

WALGREEN CO.,

Defendant.

Civil No. 1:17-cv-02246

Judge Edmond E. Chang

Magistrate Judge Sheila Finnegan

**DECLARATION OF JOSEPH P.  
GUGLIELMO IN SUPPORT OF  
PLAINTIFFS' MOTION FOR CLASS  
CERTIFICATION**

I, Joseph P. Guglielmo, pursuant to 28 U.S.C. §1746, declare as follows:

1. I am a partner at the law firm of Scott+Scott Attorneys at Law LLP and admitted to practice before this Court. I submit this Declaration in support of Plaintiffs' Motion for Class Certification. I have personal knowledge of the facts set forth herein and could testify competently to them if called upon to do so.

2. Each of the named Plaintiffs in this action – Cynthia Russo, Lisa Bullard, Ricardo Gonzales, and representatives of the International Brotherhood of Electrical Workers Local 38 Health and Welfare Fund, the International Union of Operating Engineers Local 295-295C Welfare Fund, and Steamfitters Fund Local 439 – have, over several years, actively participated in this litigation, by reviewing the pleadings filed in the action, participating in discovery by collecting documents, reviewing and verifying interrogatory responses, and preparing for and having their depositions taken.

3. Defendant Walgreen Co. ("Walgreens") produced, and Plaintiffs reviewed, more than 70,000 documents spanning more than 360,000 pages.

4. Plaintiffs deposed three of Walgreens' Rule 30(b)(6) designees, deposed ten current and/or former Walgreens employees, defended each of the named Plaintiffs' depositions, subpoenaed the Relevant PBMs and deposed certain Relevant PBMs.<sup>1</sup>

5. Plaintiffs responded to 90 of Walgreens' Requests for Admission and served 99 of their own.

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<sup>1</sup> The Relevant PBMs in this action are A&A Services, LLC d/b/a SAV-RX Prescription Services; Caremark, LLC; Castia Rx (f/k/a Leehar Distributors Missouri, LLC); Express Scripts, Inc.; Medco Health Solutions, Inc.; MedImpact Healthcare Systems, Inc.; MedTrak Services, LLC; and OptumRx, Inc.

6. Attached hereto as **Exhibit 1** is a true and correct copy of excerpts from the October 5, 2018 deposition of Christopher Dymon, testifying as Walgreens' 30(b)(6) designee.

7. Attached hereto as **Exhibit 2** is a true and correct copy of excerpts from the November 20, 2019 deposition of Michael Amiet, testifying as Walgreens' 30(b)(6) designee.

8. Attached hereto as **Exhibit 3** is a true and correct copy of excerpts from the October 2, 2019, deposition of Cade Erlund.

9. Attached hereto as **Exhibit 4** is a true and correct copy of excerpts from the December 5, 2019 deposition of Megan Butterfield.

10. Attached hereto as **Exhibit 5** is a true and correct copy of excerpts from the December 20, 2019 deposition of Megan Marie Mistarz.

11. Attached hereto as **Exhibit 6** is a true and correct copy of excerpts from the January 17, 2020 deposition of Sue Ewing.

12. Attached hereto as **Exhibit 7** is a true and correct copy of excerpts from the July 14, 2020 deposition of James Devine.

13. Attached hereto as **Exhibit 8** is a true and correct copy of excerpts from the September 17, 2020 deposition of Brian Correia, testifying as Caremark, LLC's corporate designee.

14. Attached hereto as **Exhibit 9** is a true and correct copy of excerpts from the February 7, 2019 deposition of Plaintiff Lisa Bullard.

15. Attached hereto as **Exhibit 10** is a true and correct copy of excerpts from the February 12, 2019 deposition of Plaintiff Ricardo Gonzales.

16. Attached hereto as **Exhibit 11** is a true and correct copy of excerpts from the February 26, 2019 deposition of Plaintiff Cynthia Russo.

17. Attached hereto as **Exhibit 12** is a true and correct copy of excerpts from the May 7, 2019 deposition of Edward Fox, testifying as Plaintiff International Brotherhood of Electrical Workers Local 38 Health and Welfare Fund's 30(b)(6) designee.

18. Attached hereto as **Exhibit 13** is a true and correct copy of excerpts from the May 9, 2019 deposition of John P. Catalano, testifying as Plaintiff International Union of Operating Engineers Local 295-295C Welfare Fund's 30(b)(6) designee.

19. Attached hereto as **Exhibit 14** is a true and correct copy of excerpts from the June 11, 2019 deposition of Charles E. Baily Jr., testifying as Plaintiff Steamfitters Fund Local 439's 30(b)(6) designee.

20. Attached hereto as **Exhibit 15** is a true and correct copy of excerpts from Walgreens' Response to Plaintiffs' First Request for Admission, dated February 28, 2021.

21. Attached hereto as **Exhibit 16** is a true and correct copy of excerpts from Walgreens' Third Amended Objections and Responses to Plaintiffs' Second Set of Requests for Admission, dated October 28, 2021.

22. Attached hereto as **Exhibit 17** is a true and correct copy of excerpts from Walgreens' Seventh Supplemental and Amended Objections and Responses to Plaintiffs' First Set of Interrogatories, dated May 10, 2022.

23. Attached hereto as **Exhibit 18** is a true and correct copy of excerpts from Walgreens' Second Amended Objections and Responses to Plaintiffs' Third Set of Interrogatories, dated November 20, 2020.

24. Attached hereto as **Exhibit 19** is a true and correct copy of excerpts from Walgreens' Second Amended Objections and Responses to Plaintiffs' Amended Fourth Set of Interrogatories, dated May 10, 2022.

25. Attached hereto as **Exhibit 20** is a true and correct copy of a document produced by Walgreens titled Prescription Savings Club, dated January 16, 2008, Bates-stamped Walg\_Forth\_00190298-310.

26. Attached hereto as **Exhibit 21** is a true and correct copy of a document produced by Walgreens created in March 2008 with the filename Pharmacy Services Best Practices 3-08.doc, Bates-stamped Walg\_Forth\_00009423.

27. Attached hereto as **Exhibit 22** is a true and correct copy of a document produced by Walgreens titled PSC Refresh Analytics Research, dated September 22, 2010, Bates-stamped Walg\_Forth\_00009150-71.

28. Attached hereto as **Exhibit 23** is a true and correct copy of an email produced by Walgreens from Cade D. Erlund, dated March 9, 2010, Bates-stamped Walg\_Forth\_00035719-20.

29. Attached hereto as **Exhibit 24** is a true and correct copy of a document produced by Walgreens titled PSC Connecticut Options - Risk Assessment, dated June 23, 2010, Bates-stamped Walg\_Forth\_00346796-801.

30. Attached hereto as **Exhibit 25** is a true and correct copy of a document produced by Walgreens titled Prescription Savings Club 2.0 Pilot Overview, dated February 16, 2011, Bates-stamped Walg\_Forth\_00045568-641.

31. Attached hereto as **Exhibit 26** is a true and correct copy of a document produced by Walgreens titled Lunch and Learn, August 24, 2011, Everything You Ever Wanted to Know About the PSC, Bates-stamped Walg\_Forth\_00122126-81.

32. Attached hereto as **Exhibit 27** is a true and correct copy of a document produced by Walgreens reflecting data from September 2011 titled Pharmacy Pricing, Bates-stamped Walg\_Forth\_00123485-504.

33. Attached hereto as **Exhibit 28** is a true and correct copy of a document produced by Walgreens created on December 22, 2011 titled Revenue Generating Idea: Template for Stores, Bates-stamped Walg\_Forth\_00003799-800.

34. Attached hereto as **Exhibit 29** is a true and correct copy of emails produced by Walgreens dated between January 15, 2012 and January 17, 2012, Bates-stamped Walg\_Forth\_00058229-234.

35. Attached hereto as **Exhibit 30** is a true and correct copy of emails produced by Walgreens dated between January 30, 2012 and January 31, 2012, Bates-stamped Walg\_Forth\_00199070-73.

36. Attached hereto as **Exhibit 31** is a true and correct copy of a letter produced by Walgreens from Heather M. Zimmerman to the Industry Guidance Branch of the U.S. Department of Health and Human Services, dated February 7, 2012, Bates-stamped Walg\_Forth\_00295960-91.

37. Attached hereto as **Exhibit 32** is a true and correct copy of a document produced by Walgreens labeled PSC 2.0 Renewal Kit Letter & Envelope, Bates-stamped Walg\_Forth\_00004267-70.

38. Attached hereto as **Exhibit 33** is a true and correct copy of a press release produced by Walgreens dated May 15, 2012, titled Walgreens Launches New and Improved Prescription Savings Club as Approximately 1 in 4 U.S. Adults Lack Adequate Prescription Drug Coverage, Bates-stamped Walg\_Forth\_00004299-301.

39. Attached hereto as **Exhibit 34** is a true and correct copy of emails produced by Walgreens dated between March 8, 2013 and March 11, 2013, Bates-stamped Walg\_Forth\_00086044-47.

40. Attached hereto as **Exhibit 35** is a true and correct copy of a document produced by Walgreens titled Prescription Savings Club “White Paper,” dated August 13, 2013, Bates-stamped Walg\_Forth\_00112431-58.

41. Attached hereto as **Exhibit 36** is a true and correct copy of emails produced by Walgreens dated between September 5, 2013 and September 9, 2013, Bates-stamped Walg\_Forth\_00038059-61.

42. Attached hereto as **Exhibit 37** is a true and correct copy of emails produced by Walgreens dated between October 16, 2013 and November 1, 2013, Bates-stamped Walg\_Forth\_00059781-83.

43. Attached hereto as **Exhibit 38** is a true and correct copy of a document produced by Walgreens titled Prescription Savings Club Marketing Best Practices, dated November 20, 2013, Bates-stamped Walg\_Forth\_00037901-05.

44. Attached hereto as **Exhibit 39** is a true and correct copy of emails produced by Walgreens dated between December 20, 2013 and December 24, 2013, Bates-stamped Walg\_Forth\_00110476-77.

45. Attached hereto as **Exhibit 40** is a true and correct copy of a spreadsheet produced by Walgreens with the filename Contract Opportunity Grid DRAFT V9.xlsx created on May 16, 2014, Bates-stamped Walg\_Forth\_00325646.

46. Attached hereto as **Exhibit 41** is a true and correct copy of emails produced by Walgreens dated between December 2, 2014 and December 11, 2014, Bates-stamped Walg\_Forth\_00056518-20.

47. Attached hereto as **Exhibit 42** is a true and correct copy of a document produced by Walgreens titled Consumer Paid Rx (CPRx) Strategy, dated June 4, 2015, Bates-stamped Walg\_Forth\_00297431-516.

48. Attached hereto as **Exhibit 43** is a true and correct copy of emails produced by Walgreens dated January 22, 2016, Bates-stamped Walg\_Forth\_00296064-66.

49. Attached hereto as **Exhibit 44** is a true and correct copy of emails produced by Walgreens dated between March 9, 2016 and March 10, 2016, Bates-stamped Walg\_Forth\_00023816-19.

50. Attached hereto as **Exhibit 45** is a true and correct copy of a document produced by Walgreens titled CPRx Overview, dated November 2016, Bates-stamped Walg\_Forth\_00012870-90.

51. Attached hereto as **Exhibit 46** is a true and correct copy of an email produced by Walgreens from Pat Burns of Express Scripts, Inc., dated April 17, 2017, Bates-stamped Walg\_Forth\_00140979.

52. Attached hereto as **Exhibit 47** is a true and correct copy of an email produced by the Connecticut Department of Social Services attaching a Declaratory Ruling dated December 28, 2010, Bates-stamped DSS0021-33.

53. Attached hereto as **Exhibit 48** is a true and correct copy of emails produced by the National Association of Chain Drug Stores dated between October 26, 2011 and October 27, 2011, Bates-stamped NONPARTY\_NACDS\_002079.

54. Attached hereto as **Exhibit 49** is a true and correct copy of emails produced by the National Association of Chain Drug Stores dated between December 20, 2013 and January 2, 2014, Bates-stamped NONPARTY\_NACDS\_002024-25.



55. Attached hereto as **Exhibit 50** is a true and correct copy of emails produced by the National Association of Chain Drug Stores dated between September 27, 2016 and October 17, 2016, Bates-stamped NONPARTY\_NACDS\_002185-92.

56. Attached hereto as **Exhibit 51** is a true and correct copy of emails produced by the National Association of Chain Drug Stores dated between December 26, 2018 and January 11, 2019, Bates-stamped NONPARTY\_NACDS\_013494-500.

57. Attached hereto as **Exhibit 52** is a true and correct copy of emails produced by the National Association of Chain Drug Stores dated between July 31, 2019 and August 20, 2019, Bates-stamped NONPARTY\_NACDS\_001283-86.

58. Attached as **Exhibit 53** is a true and correct copy of the Stipulation and Order of Settlement and Dismissal filed in *United States ex rel. Baker v. Walgreens, Inc.*, No. 12-cv-0300 (S.D.N.Y.) and *United States v. Walgreens Co.*, No. 12-cv-0300 (S.D.N.Y.).

59. Attached hereto as **Exhibit 54** is a declaration of Darren K Townzen on behalf of Walmart Stores, Inc., dated April 24, 2020.

60. Attached hereto as **Exhibit 55** is the expert report of Lynette Hilton, Ph.D.

61. Attached hereto as **Exhibit 56** is the expert report of Kenneth W. Schafermeyer, Ph.D.

62. Attached hereto as **Exhibit 57** is a chart created by counsel regarding the elements of the claims for which they seek class certification.

63. Attached hereto as **Exhibit 58** is a declaration executed on behalf of Walgreens by Christopher Dymon, dated November 9, 2022.

64. Attached hereto as **Exhibit 59** is a true and correct copy of the firm resume of Robbins Geller Rudman & Dowd LLP.

65. Attached hereto as **Exhibit 60** is a true and correct copy of the firm resume of Scott+Scott Attorneys at Law LLP.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on the 17th day of November, 2022, in Wilton, Connecticut.

/s/ Joseph P. Guglielmo

Joseph P. Guglielmo

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing document was filed electronically through the Court's Electronic Case Filing System, which will then send a notification of such filing to the registered participants as identified on the Notice of Electronic Filing.

/s/ Joseph P. Guglielmo

Joseph P. Guglielmo